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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 17, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24009-67 FILED

DEC 17 '02

9-45 AM

Re: El-Mo II Trust No. 2002-E

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. E3, dated December 18, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture which was filed with the Board under Recordation Number 24009.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wells Fargo Bank Northwest, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

29 SD70M locomotives within the series UP 4837 – UP 5126

Mr. Vernon A. Williams
December 17, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Indenture Supplement No. E3

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION FILED

24009-9

DEC 17 '02

9-45 AM

EL-MO II TRUST No. 2002-E

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NO. E3


Memorandum of Indenture Supplement No. E3 made and entered into on December 18, 2002 by and between Wells Fargo Bank Northwest, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated as of June 26, 2002, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.
2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 25, 2002 under Recordation Number 24009-B pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Indenture Supplement No. E3 dated December 18, 2002, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By 
Name: BRETT R. KING
Title: VICE PRESIDENT

Executed on this 11 day of December 2002.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of December 2002.

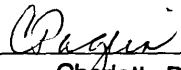
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name:
Title:

Executed on this ____ day of December 2002.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee

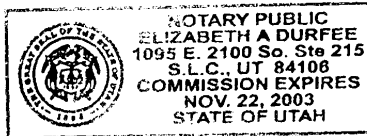
By 
Name: **Charlotte Paglia**
Title: **Senior Financial Services Officer**

Executed on this 11 day of December 2002.

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this, the 11 day of December 2002, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Wells Fargo Bank Northwest, N.A., that said instrument was signed on December , 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: ELIZABETH A. DURFEE
Notary Public
My Commission Expires:
Residing in

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the day of December 2002, before me, a Notary Public in and for said County and State, personally appeared , who being by me duly sworn, says that (s)he is the of Wilmington Trust Company, that said instrument was signed on December , 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS:

On this, the _____ day of December 2002, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on December ____, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this, the 11 day of December 2002, before me, a Notary Public in and for said County and State, personally appeared Charlotte Paglia, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on December 11, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

DEBORAH L. GEORGE
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003


Name: Deborah L. George
Notary Public
My Commission Expires 11/23/03
Residing in Wilm, De.

[GFCI]

EXHIBIT A

Equipment:	General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives
Quantity:	Twenty-Nine (29) Units
Road Numbers Prefix UP:	4837, 4838, 4839, 4840, 4841, 4842, 4843, 4844, 4845, 4846, 4847, 4848, 4849, 5036, 5112, 5113, 5114, 5115, 5116, 5117, 5118, 5119, 5120, 5121, 5122, 5123, 5124, 5125, 5126